

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

**In re**

**MOTORS LIQUIDATION COMPANY, *et al.*,  
f/k/a General Motors Corp., *et al.***

**Debtors.**

Chapter 11 Case No.: 09-50026 (REG)

(Jointly Administered)

**JOINT STIPULATION AND  
[PROPOSED] SCHEDULING ORDER  
REGARDING PROOF OF CLAIM  
67357 FILED BY NEW UNITED  
MOTOR MANUFACTURING, INC.  
AND PROOFS OF CLAIM 66243  
& 70375 FILED BY TOYOTA MOTOR  
CORPORATION**

WHEREAS, New United Motor Manufacturing, Inc. ("NUMMI") filed a timely Proof of Claim Number 67357 and Toyota Motor Corporation ("TMC") filed timely Proofs of Claim Numbers 66243 and 70375 (collectively, the "Proofs of Claim") against Motors Liquidation Company ("MLC," and together with NUMMI and TMC, the "Parties"); and

WHEREAS, (a) MLC filed an Objection to NUMMI's Proof of Claim on April 1, 2010; (b) NUMMI filed an Initial Response to MLC's Objection on May 24, 2010; (c) TMC filed a brief in support of NUMMI's Initial Response on November 4, 2010; and (d) MLC filed a Reply to NUMMI's Initial Response on November 4, 2010; and

WHEREAS, the Court held a hearing regarding NUMMI's Proof of Claim and related briefing on November 9, 2010, in which the Court proposed and the Parties agreed to treat the claims raised in the Proofs of Claim as a plenary litigation subject to Federal Rule of Bankruptcy Procedure 9014 and Federal Rules of Civil Procedure 8 and 12; and

WHEREAS, the Court proposed and the Parties agreed to coordinate the litigation of the Proofs of Claim;

1. IT IS HEREBY STIPULATED AND AGREED by and between the undersigned

counsel for NUMMI, TMC and MLC that, subject to the Court's approval:

- a. NUMMI and TMC shall each file a complaint as a substitute for and consistent with the Proofs of Claim previously filed (the "Complaints") no later than November 24, 2010, which will initiate separate adversary proceedings against MLC (the "Adversary Proceedings");
- b. The claims set forth in NUMMI's Complaint will be in a fixed and liquidated amount no greater than the Proof of Claim previously filed by NUMMI, subject to NUMMI's reservation of rights set forth in the Proof of Claim to amend and/or modify its claims and MLC's right to object to any such amendment or modification;
- c. The Parties shall coordinate the Adversary Proceedings;
- d. MLC shall move to dismiss or otherwise respond to the Complaints no later than December 22, 2010;
- e. NUMMI and TMC shall file response brief(s) to MLC's motion(s) to dismiss, if any, no later than January 14, 2010;
- f. MLC shall file a reply brief(s) no later than January 28, 2011; and
- g. Oral argument on MLC's motion(s) to dismiss, if any, will be held on February 9, 2010 at 9:45 a.m.

Dated:  
November 23, 2010

KIRKLAND & ELLIS LLP

By: /s/ Mark E. McKane  
Richard Cieri  
Ray Schrock (admitted *pro hac vice*)  
601 Lexington Avenue  
New York, New York 10022-4611  
Telephone: (212) 446-4800  
Facsimile: (212) 446-4900

Mark E. McKane (admitted *pro hac vice*)  
555 California Street  
San Francisco, California 94104  
Telephone: (415) 439-1400  
Facsimile: (415) 439-1500

*Attorneys for New United Motor  
Manufacturing, Inc.*

November 23, 2010

FOLEY & LARDNER LLP

By: /s/ Jeffrey A. Soble  
Jeffrey A. Soble (admitted *pro hac vice*)  
321 North Clark Street, Suite 2800  
Chicago, Illinois 60654-5313  
Telephone: (312) 832-4500  
Facsimile: (312) 832-4700

*Attorneys for Toyota Motor Corporation*

November 24, 2010

WEIL, GOTSHAL & MANGES LLP

By: /s/ Joseph H. Smolinsky  
Harvey R. Miller  
Stephen Karotkin  
Joseph H. Smolinsky  
Anthony J. Albanese  
767 Fifth Avenue  
New York, New York 10153  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007

*Attorneys for Debtors and Debtors in  
Possession*

SO ORDERED:

---

Honorable Robert E. Gerber  
Bankruptcy Judge, Southern District of New York